AIM5 Ventures Inc.

(A Capital Pool Company)

Financial Statements

For the three months ended December 31, 2020 and for the period from the date of incorporation (August 11, 2020) to December 31, 2020.

(In Canadian Dollars)

Notice of No Auditor Review of the Interim Financial Statements

The accompanying unaudited condensed interim financial statements of AIM5 Ventures Inc. (the "Corporation") have been prepared by and are the responsibility of the Corporation's management. The Corporation's independent auditor has not performed a review of these financial statements in accordance with standards established by the CPA Canada for a review of interim financial statements by an entity's auditor.

AIM5 Ventures Inc.
Unaudited Condensed Interim Statement of Financial Position
As at December 31, 2020
(in Canadian Dollars)

		December 31, 2020
Assets		
Cash held in trust	$	**463,664**
	$	**463,664**
Liabilities		
Accrued liabilities	$	**27,378**
Shareholders' Equity		
Share capital, net of issuance costs (Note 3)	$	**471,009**
Contributed Surplus		**65,623**
Accumulated Deficit		**(100,346)**
		436,286
	$	**463,664**

Subsequent Events (Note 6)

Approved by the Board ***Zachary Goldenberg*** CEO **(Signed)** ***Aaron Salz*** CFO **(Signed)**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AIM5 Ventures Inc.
Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
For the three months ended December 31, 2020 and for the period from the date of incorporation (August 11, 2020) to December 31, 2020.
(in Canadian Dollars)

		Three-month period ended December 31, 2020		For the period ended December 31, 2020
Expenses				
Professional fees	$	**13,578**	$	34,578
Listing fees		**11,713**		17,363
Stock-based compensation		**48,405**		48,405
Net loss and comprehensive loss	$	**(73,696)**		(100,346)
Net loss per share (basic and diluted)	$	**(0.04)**		(0.08)
Weighted average number of shares outstanding (basic and diluted)		**2,014,565**		1,305,211

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AIM5 Ventures Inc.
Unaudited Condensed Interim Statement of Changes in Cash Flows
For the period from the date of incorporation (August 11, 2020) to December 31, 2020.
(in Canadian Dollars)

	For the period ended December 31, 2020
Cash flows from operating activities	
Net loss for the period	$ (100,346)
Stock-based compensation	48,405
Change in accrued liabilities	27,378
Net cash used in operating activities	(24,563)
Cash flows from financing activities	
Share issuance, net of issuance costs	488,227
Net cash provided by financing activities	488,227
Net change in cash	463,664
Cash, beginning of period	-
Cash, ending of period	$ 463,664

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AIM5 Ventures Inc.
Unaudited Condensed Interim Statement of Changes in Shareholders' Equity
For the period from the date of incorporation (August 11, 2020) to December 31, 2020
(in Canadian Dollars)

	Number of Shares		Share Capital		Contributed Surplus	Accumulated Deficit		Shareholders' Equity
Common shares issued (Note 3)	6,550,000	$	555,000	$	-	-	$	555,000
Share issuance costs	-		(66,773)		-	-		(66,773)
Issuance Costs (agent warrants)	-		(17,218)		17,218	-		-
Stock option compensation	-		-		48,405	-		48,405
Net loss for the period	-		-		-	(100,346)		(100,346)
Balance, December 31, 2020	**6,550,000**	**$**	**471,009**	**$**	**65,623**	**(100,346)**	**$**	**436,286**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

1. INCORPORATION AND NATURE OF BUSINESS

The Corporation was incorporated under the *Business Corporations Act* (Ontario) on August 11, 2020 and is a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"). The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("Qualifying Transaction"). The Corporation has not commenced commercial operations and has no assets other than cash held in trust. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange. The Corporation is required to complete its Qualifying Transaction on or before two years from the date the common shares of the Corporation (the "AIM5 Shares") were first traded on the Exchange.

The head office and the registered head office of the Corporation is located at 77 King Street West, Suite 400, Toronto, ON M5K 0A1.

On February 26, 2021, the Board of Directors approved the financial statements for the three month period ended December 31, 2020.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These unaudited condensed interim financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets, and financial liabilities. These unaudited condensed interim financial statements are presented in Canadian dollars, which is the corporation's functional and presentation currency.

The accounting policies applied by the Corporation in these Unaudited Condensed Interim Financial Statements are the same as those applied by the Corporation in the audited financial statements for the period ended August 31, 2020.

3. SHARE CAPITAL

Authorized - Unlimited common shares

Issued	**#**	**$**
Balance, August 11, 2020	-	$ -
3,250,000 common shares (i)	3,250,000	225,000
3,300,000 common shares (ii)	3,300,000	330,000
Issuance cost (cash)	-	(66,773)
Issuance cost (warrants)	-	(17,218)
Balance, December 31, 2020	**6,550,000**	**$ 471,009**

(in Canadian Dollars)

(i) Escrowed Shares

During the period ended December 31, 2020, the Corporation issued 2,000,000 AIM5 Shares at $0.05 per share for gross proceeds of $100,000 and 1,250,000 AIM5 Shares at $0.10 per share for gross proceeds of $125,000. Share issuance costs of $4,000 were associated with these issuances.

All AIM5 Shares acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the Manual, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow.

2,630,000 issued and outstanding AIM5 Shares have been held in escrow pursuant to the requirements of the Exchange.

(ii) Initial Public Offering

On November 24, 2020 the Corporation completed its Initial Public Offering ("IPO") of 3,300,000 AIM5 Shares at $0.10 per share ($330,000). The Corporation paid a commission of 10% of the gross proceeds to Haywood Securities Inc. (the "Agent"), and granted the Agent warrants to acquire 10% of the AIM5 Shares issued in the IPO exercisable for a period ending twenty-four months from the closing of the IPO, exercisable at $0.10 per share. The Corporation also paid a corporate finance fee and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the IPO. Cash issuance costs of $62,773 were associated with these issuances and the value attributed to warrants granted to the Agent is $17,218.

Options

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 90 days of termination of employment or holding office as director or officer of the Corporation and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

Any AIM5 Shares issued upon exercise of the options prior to the Corporation completing a Qualifying Transaction will be subject to escrow restrictions.

The following table reflects the continuity of stock options and warrants:

	Number of Stock Options and Warrants	Weighted Average Exercise Price ($)
Balance, August 11, 2020	-	-
Granted (i)	330,000	$0.10
Granted to directors and officers (ii)	655,000	$0.10
Balance, December 31, 2020	**985,000**	**$0.10**

(in Canadian Dollars)

i. On November 24, 2020, the Corporation granted 330,000 warrants to the Agent (and other members of the syndicate), which are exercisable within two years from the closing of the IPO at an exercise price of $0.10 per share. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 0.39%, expected volatility of 100% and an expected life of two years. The value attributed to these warrants was $17,218.

ii. On November 24, 2020, the Corporation granted 655,000 options to its directors and officers, which are exercisable within five years from the date of grant at an exercise price of $0.10 per share. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 0.26%, expected volatility of 100% and an expected life of five years. The value attributed to these options was $48,405.

3. SHARE CAPITAL - continued

The following table reflects the actual stock options and warrants issued and outstanding as of December 31, 2020:

Expiry Date	Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Stock Options and Warrants Outstanding	Number of Stock Options and Warrants Vested (Exercisable)
November 24, 2022	$0.10	0.64	330,000	330,000
November 24, 2025	$0.10	3.26	655,000	655,000
	$0.10	3.90	985,000	985,000

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital, shares to be issued and deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of AIM5 Shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the AIM5 Shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

The Corporation incurred stock-based compensation expense related to directors and officers valued at $48,405 during the period ended December 31, 2020.

6. SUBSEQUENT EVENTS

On February 11, 2021, the Corporation entered into a letter of intent with Simply Digital Technologies Inc, dba CoinSmart ("**CoinSmart**") which will govern the Corporation's Qualifying Transaction.

In connection with the Qualifying Transaction, on February 22, 2021, the Corporation announced CoinSmart's proposed private placement of up to 10,000,000 subscription receipts of CoinSmart at a price of $1.00 per subscription receipt for gross proceeds of up to $10,000,000.